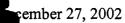
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Y HAND DELIVERY

Premerger Notification Office Federal Trade Commission Sixth & Pennsylvania Avenue, N.W. Washington, D.C. 20580

Dear Mr. Ferkingstad:



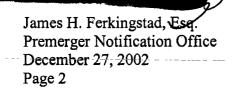
Thank you for your time earlier this week to discuss with me, and the interpretation of the Premerger Notification Office concerning the applicability of the Hart-Scott-Rodino Act reporting requirements to a particular technology licensing arrangement. This letter will confirm the substance of those telephone conversations.

My client, a U.S.-based specialty pharmaceutical company ("Company A"), proposes to enter into a "Development and Marketing Strategic Alliance Agreement" (the "Agreement") with U.S. and foreign subsidiaries of a foreign company focused on the development of prescription pharmaceuticals (collectively "Company B").

Under the proposed Agreement, Company B would grant Company A exclusive rights to brand, market and sell certain drugs under development. Specifically, Company B would grant to Company A during the term of the Agreement an exclusive license in certain territories, including the United States, under Company B intellectual property, to use, sell and offer for sale, certain pharmaceutical products currently under development, for certain target indications. In addition, Company B would grant to Company A during the term of the Agreement a non-exclusive license in certain territories under Company B intellectual property to enable Company A to perform its obligations under a proposed development program.

Importantly, under the proposed agreement, Company B would retain the right to manufacture the products and Company A and Company B intend to enter into supply agreements for Company B to manufacture, package, test, and provide quality assurance services for such products for sale to Company A. Only in the event of certain future events (termination for cause or in connection with a long term inability of Company B to supply) will a new license (a "New License") be granted under which Company A would have the exclusive right to develop, use, make, have made, offer for sale, sell, and import the products.

Established 1849



You indicated, even assuming that size of person and size of transaction thresholds are met, that the above-described Agreement would not be reportable at the current time. We understand, however, that Hart-Scott-Rodino Act Notification and Report Forms may be required before a New License may be granted.

If this letter does not accurately summarize the advice that you gave us, I ask that you contact me promptly. Thank you again for your guidance and assistance in this matter.

Very truly yours,

Called 12/8/102 JF - D. Eccessal co. H. Mil and Agree